



GE Capital

Legal Department
Office of General Counsel
4300 Technology Drive, Suite 2000
St. Louis, MO 63106
Tel: 314.794.1315

April 12, 1995

Recordation No. 18184 -A

421.00 filing fee

The Honorable Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, DC 20423

RECORDATION NO. 18184-A FILED 1405

APR 12 1995 2 PM

INTERSTATE COMMERCE COMMISSION

Dear Mr. Williams:

On behalf of Computer & Equipment Leasing Corporation, I submit for filing and recording under 49 U.S.C. Section 11303 (a) and the regulations promulgated thereunder, executed counterparts of a secondary document, not previously recorded, entitled Assignment of Security Agreement ("Assignment").

The parties to the enclosed Assignment are:

ITT Commercial Finance Corp. - Assignor
645 Maryville Centre Drive
St. Louis, MO 63141

Computer & Equipment Leasing Corporation - Assignee
645 Maryville Centre Drive
St. Louis, MO 63141

The said Assignment, among other things, acts to assign to Assignee all right, title and interest of Assignor as Secured Party in that certain Security Agreement - Trust Deed, dated as of March 26, 1993 and recorded April 1, 1993, under Recordation No. 18184, and should be recorded under the next available letter under Recordation No. 18184 which we believe will be 18184-A.

The equipment covered by the Assignment are those units identified in the aforesaid Security Agreement - Trust Deed recorded under Recordation No. 18184.

A short summary of the assignment to appear in the ICC Index is as follows:

Counterparts - 2

"Assignment of Secured Party's interest in the above Security Agreement."

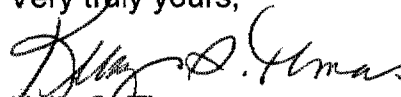
Please index separately the name of the above-mentioned Assignee in the ICC "Vendee/Assignee" Index Book ("white pages") as follows:

Index under Computer & Equipment Leasing Corporation saying, "See Recordation No. 18184 - A".

Enclosed is a check in the amount of twenty-one dollars (\$21.00) in payment of the filing fees.

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the fee receipt, the letter from the ICC acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Kelly S. Thomas".

Kelly S. Thomas
Region Counsel

18184-A

ASSIGNMENT OF SECURITY AGREEMENT

RECORDATION NO. 18184-A
FILED 1425
APR 12 1995 -2 32 PM

INTERSTATE COMMERCE COMMISSION

This Assignment of Security Agreement ("Assignment"), dated as of March 31, 1995 is by and between ITT Commercial Finance Corporation, a Nevada corporation ("Assignor") and Computer & Equipment Leasing Corporation, a Wisconsin corporation, with an address at 645 Maryville Centre Drive, St. Louis, MO 63141 ("Assignee").

WITNESSETH:

WHEREAS, by that certain Security Agreement - Trust Deed, dated as of March 26, 1993 (the "Security Agreement"), and recorded April 1, 1993 with the Interstate Commerce Commission ("ICC"), under Recordation No. 18184, ACF Industries, Incorporated did pledge to Assignor 225 covered hopper and tank railcars, more particularly described in Schedule A attached hereto; and

WHEREAS, Assignor desires to assign all of its right, title and interest in and to the Security Agreement and pledged railcars to Assignee and Assignee desires to accept such assignment;

NOW, THEREFORE, in consideration of the mutual covenants set forth herein, and for other valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows;

The Assignor hereby assigns, transfers and sets over to and unto the Assignee all of Assignor's right, title and interest, including, without limitation, claims, and remedies, in, to and under the aforesaid Security Agreement and pledged railcars, the units covered in this Assignment being those identified in the Schedule A attached hereto.

IN WITNESS WHEREOF, the parties hereto have caused this Assignment to be executed in their respective names, by officers thereof duly authorized, all as of the date first written above.

ITT COMMERCIAL FINANCE
CORP.

By: General Electric Capital Corporation,
Attorney in fact

By: J. J. Trench
Name: J. J. Trench
Title: Manager - Investment Programs
Date: 4/7/95

Address:
645 Maryville Centre Drive
St. Louis, MO 63141

COMPUTER & EQUIPMENT
LEASING CORPORATION


By: General Electric Capital
Corporation, attorney in fact

By: J. J. Trench
Name: J. J. Trench
Title: Manager - Investment Programs
Date: 4/7/95

Address:
645 Maryville Centre Drive
St. Louis, MO 63141

STATE OF CONNECTICUT)
: ss.
COUNTY OF FAIRFIELD)

On this 7th day of April, 1995, before me personally appeared J.J. Trench, to me personally know, who being duly sworn, says that he is a ~~Manager~~ ^{Instrument Agent} of General Electric Capital Corporation, that said instrument was signed on April 7, 1995 on behalf of said corporation as attorney in fact for ITT Commercial Finance Corp. by authority of ITT Commercial Finance Corp.'s Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation as attorney in fact for ITT Commercial Finance Corp.


Notary Public


[NOTARIAL SEAL]

My Commission Expires:

CHRISTINA B. DE SOUSA
NOTARY PUBLIC
MY COMMISSION EXPIRES JULY 31, 1998

STATE OF CONNECTICUT)
: ss.
COUNTY OF FAIRFIELD)

On this 7th day of April, 1995, before me personally appeared J.J. Trench, to me personally know, who being duly sworn, says that he is a ~~Manager~~ ^{Instrument Agent} of General Electric Capital Corporation, that said instrument was signed on April 7, 1995 on behalf of said corporation as attorney in fact for Computer & Equipment Leasing Corporation by authority of Computer & Equipment Leasing Corporation's Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation as attorney in fact for Computer & Equipment Leasing Corporation.


Notary Public

[NOTARIAL SEAL]

My Commission Expires:

CHRISTINA B. DE SOUSA
NOTARY PUBLIC
MY COMMISSION EXPIRES JULY 31, 1998

SCHEDULE A

THE EQUIPMENT

ACF INDUSTRIES, INCORPORATED

Count	Initialed ACFX Number	Thru Number	AAR Code
-----	-----		-----
1	67152		C214
1	67195		
1	67293		
1	67391		
1	67395		
1	67471		
1	67504		
1	67540		
1	67557		
1	67161		
1	67164		
1	67168		
1	67178		
2	67182	67183	
1	67192		
1	67198		
1	67205		
2	67217	67218	
1	67229		
1	67238		
1	67248		
1	67252		
1	67255		
1	67261		
1	67272		
1	67319		
1	67321		
1	67324		
1	67329		
1	67331		
1	67334		
1	67340		
1	67350		
1	67387		
1	67399		
1	67467		
1	67475		
1	67477		
1	67486		
35	67505	67539	
16	67541	67556	
23	67558	67580	
1	67648		
11	67581	67591	C214
1	66091		
1	66094		
2	66231	66232	
1	66237		
2	66239	66240	

THE EQUIPMENT

ACP INDUSTRIES, INCORPORATED

1	66245	
2	66254	66255
4	66261	66264
3	66270	66272
2	66277	66278
1	66281	
1	66284	
4	66293	66296
4	66301	66304
4	66309	66312
4	66317	66320
4	66325	66328
35	66333	66367
4	66372	66375
15	66377	66391
=====		
222	SUBTOTAL	C214
1	45022	C614
1	45025	
1	45029	
=====		
3	SUBTOTAL	C614
225	TOTAL ALL CARS	



GE Capital

Legal Operation
General Electric Capital Corporation
44 Old Ridgebury Road, Danbury, CT 06810
203 796-2000, Dial Comm: 8*562-2000
Fx: 203 796-1317

April 12, 1995

Recordation No. 18184 - B

The Honorable Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, DC 20423

21.00 filing fee

RECORDED NO. 18184-B FILED 1995

APR 12 1995 3:32 PM

Dear Mr. Williams:

INTERSTATE COMMERCE COMMISSION

On behalf of General Electric Capital Corporation, I submit for filing and recording under 49 U.S.C. Section 11303 (a) and the regulations promulgated thereunder, executed counterparts of a secondary document, not previously recorded, entitled Assignment of Security Agreement ("Assignment").

The parties to the enclosed Assignment are:

Computer & Equipment Leasing - Assignor
Corporation
645 Maryville Centre Drive
St. Louis, MO 63141

General Electric Capital Corporation - Assignee
44 Old Ridgebury Road
Danbury, CT 06810

The said Assignment, among other things, acts to assign to Assignee all right, title and interest of Assignor as Secured Party in that certain Security Agreement - Trust Deed, dated as of March 26, 1993 and recorded April 1, 1993, under Recordation No. 18184, and should be recorded under the next available letter under Recordation No. 18184 which we believe will be 18184-B.

The equipment covered by the Assignment are those units identified in the aforesaid Security Agreement - Trust Deed recorded under Recordation No. 18184.

A short summary of the assignment to appear in the ICC Index is as follows:

"Assignment of Secured Party's interest in the above Security Agreement."


Please index separately the name of the above-mentioned Assignee in the ICC "Vendee/Assignee" Index Book ("white pages") as follows:

Index under General Electric Capital Corporation saying, "See Recordation No. 18184 - B".

Enclosed is a check in the amount of twenty-one dollars (\$21.00) in payment of the filing fees.

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the fee receipt, the letter from the ICC acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,


Kelly S. Thomas
Region Counsel